

ROWLEY STEVE
Form 4
March 07, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROWLEY STEVE

(Last) (First) (Middle)

3811 TURTLE CREEK BLVD.,
#1100

(Street)

DALLAS, TX 75219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EAGLE MATERIALS INC [EXP]

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	03/07/2011		M		25,335 A \$ 23.42	D	
Common Stock	03/07/2011		S		25,335 D \$ 31.72 (1)	D	
Common Stock	03/07/2011		M		25,335 A \$ 23.42	D	
Common Stock	03/07/2011		S		25,335 D \$ 31.72 (1)	D	
	03/07/2011		M		10,323 A \$ 23.3	D	

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Common Stock								
Common Stock	03/07/2011	S	10,323	D	\$ 31.72 <u>(1)</u>	320,598	D	
Common Stock	03/07/2011	M	10,323	A	\$ 23.3	330,921	D	
Common Stock	03/07/2011	S	10,323	D	\$ 31.72 <u>(1)</u>	320,598	D	
Common Stock						2,272	I	By 401(k)
Common Stock						1,929	I	By IRA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 23.42	03/07/2011		M	25,335	<u>(2)</u> 06/26/2011	Common Stock	25,335
Non-Qualified Stock Option (Right to Buy)	\$ 23.42	03/07/2011		M	25,335	<u>(3)</u> 06/26/2011	Common Stock	25,335
Non-Qualified Stock Option (Right to Buy)	\$ 23.3	03/07/2011		M	10,323	<u>(2)</u> 08/04/2011	Common Stock	10,323
Non-Qualified Stock Option	\$ 23.3	03/07/2011		M	10,323	<u>(3)</u> 08/04/2011	Common Stock	10,323

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROWLEY STEVE 3811 TURTLE CREEK BLVD., #1100 DALLAS, TX 75219	X		President & CEO	

Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Steven R.
Rowley

03/07/2011

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions

- (1) reported on this line range from \$31.57 to \$32.16. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.
- (2) Shares vested upon achievement of certain levels of return on equity.
- (3) Shares vested upon achievement of certain levels of earnings before interest and taxes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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